



First Union Rail Corporation  
NC5811  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

December 17, 2001

RECORDATION NO. 23765 FILED

VIA UPS 2<sup>ND</sup> DAY AIR

DEC 17 '01 2-07 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated June 1, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Canadian National Railway Company  
935 de La Gauchetiere St. West  
Montreal, Quebec H3B 2M9  
Canada

A description of the railroad equipment covered by the enclosed document is (100) 50' 6", A.A.R. Class XP, Plate F, Box Cars, equipped with a single 12 foot plug door, car numbers CNA 406800 to 406899, inclusive.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Canadian National Railway Company, Lessee, covering 100 - 50' 6", A.A.R. Class XP, Plate F, Box Cars, equipped with a single 12 foot plug door, car numbers CNA 406800 to 406899, inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (2) stamped originals of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

*Susan Grokulska*  
Susan Grokulska  
Manager - Documents Administration

Enclosures

(CN051)

ASSGN. NO. CN051

**MEMORANDUM OF LEASE – RIDER NO. 8**

**THIS MEMORANDUM OF LEASE** (the "Memorandum of Lease") is made and entered into as of June 1, 1998, by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

**W I T N E S S E T H:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of June 16, 1994 (the "Lease") and Rider No. 8 thereto dated as of June 1, 1998 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.


**IN WITNESS WHEREOF**, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

**FIRST UNION RAIL CORPORATION**

Name: Susan Barrie

Title: Regional Vice President, Sales

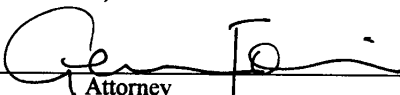
Signature: 

**PROVINCE OF QUEBEC**

**DISTRICT OF MONTREAL**

I, Genevieve Forcier, an attorney of the Province aforesaid, certify that Susan A. Barrie personally appeared before me this day and acknowledged her due execution of the foregoing Memorandum of Lease.

WITNESS my hand, this 14 day of November, 2001.

  
Attorney  
#190021-8

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**SURFACE TRANSPORTATION BOARD**

**LESSEE:**

**CANADIAN NATIONAL RAILWAY COMPANY**

Name: John A.N. Lamont

Title: Sr. Manager, Asset Finance


Signature: 

**PROVINCE OF QUEBEC**

**DISTRICT OF MONTREAL**

I, Genevieve Forcier, an attorney of the Province aforesaid, certify that John A.N. Lamont personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand, this 7th day of November, 2001.

  
Attorney  
#190021-8

**RIDER NO. 8**  
**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** One hundred (100).

**DESCRIPTION OF CARS:** 50'6", A.A.R. Class XP, Plate F, Box Cars equipped with a single 12' plug door.

**CAR NUMBERS:** CNA 406800 to 406899, inclusive.